

THE PITTSBURGH & LAKE ERIE RAILROAD COMPANY

G. EDWARD YURCON
Vice President-Law

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General Attorney

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RECORDATION NO. 12128-2
Filed 1425

SEP 20 1984 - 10 40 AM

INTERSTATE COMMERCE COMMISSION

SUITE 780, COMMERCE COURT
FOUR STATION SQUARE
PITTSBURGH, PA 15219-1199
PHONE (412) 393-0101

Date SEP 20 1984

30.00

September 18, 1984

SEP 20 1984 - 10 40 AM
INTERSTATE COMMERCE COMMISSION

Mr. James H. Bayne
Secretary
Interstate Commerce Commission
12th and Constitution Ave., N.W.
Washington, D. C. 20423

RECORDATION NO. 12128-2
Filed 1425

SEP 20 1984 - 10 40 AM

INTERSTATE COMMERCE COMMISSION

4-264A032

Dear Mr. Bayne:

Enclosed for filing with the Commission pursuant to Section 11303(a) of the Interstate Commerce Act are six executed originals and two copies each of the following documents:

1. Partial Release of Collateral, dated as of July 5, 1984, between The Pittsburgh and Lake Erie Railroad Company (P&LE) and The First National Bank of Boston (FNBB), from the Security Agreement, dated as of July 31, 1980, as supplemented, said Agreement having been filed with the Commission and assigned Recordation No. 12128, et seq., and said Release covering 96 gondola cars as listed on Exhibit 1 to the Release;
2. Partial Release of Collateral, dated as of July 5, 1984, between P&LE and FNBB, from the Security Agreement, dated as of July 31, 1980, as supplemented, said Agreement having been filed with the Commission and assigned Recordation No. 12128, et seq., and said Release covering three box cars, bearing numbers P&LE 32556, 32623 and 32663;
3. Partial Release of Collateral, dated as of July 5, 1984, between P&LE and FNBB, from the Security Agreement, dated as of July 31, 1980, as supplemented, said Agreement having been filed with the Commission and assigned Recordation No. 12128, et seq., and said Release covering 226 box cars as listed on Exhibit 1 to the Release.

Also enclosed is P&LE Voucher No. 504768, dated September 17, 1984, in the amount of \$30.00, payable to the Commission, to cover the recording fee prescribed by the Commission in its rules and regulations.

Please acknowledge receipt at your earliest convenience by stamping and returning to me five executed originals and one copy of each of the above documents.

Very truly yours,

G. Edward Yurcon

encs.

RECORDATION NO. 12128-1425 K

SEP 20 1984 10 50 AM

INTERSTATE COMMERCE COMMISSION

PARTIAL
RELEASE OF COLLATERAL

This is a Release of Collateral, dated as of this 5th day of July, 1984, from the Security Agreement, dated as of July 31, 1980, as amended and supplemented, between The Pittsburgh and Lake Erie Railroad Company, a Delaware corporation (the "Company"), and The First National Bank of Boston, as Agent (the "Agent"), for itself and for Continental Illinois National Bank and Trust Company of Chicago, Manufacturers Hanover Trust Company, Pittsburgh National Bank and Equibank (collectively, the "Banks"), recorded with the Interstate Commerce Commission on August 22, 1980, and assigned Recordation No. 12128 (the "Security Agreement").

W I T N E S S E T H:

WHEREAS, the Company and the Banks are parties to the Security Agreement and the related Secured Revolving Credit and Term Loan Agreement, dated as of July 31, 1980, as amended (the "Credit Agreement"), and as supplemented on August 12, 1983 (the "Supplement to Security Agreement"); and

WHEREAS, pursuant to the Credit Agreement, the Security Agreement, and the Supplement to Security Agreement, the Company granted and created in favor of the Agent for the benefit of the Banks, a security interest under the Uniform Commercial Code as enacted and in effect in the Commonwealth of Massachusetts (the "Code") and under 49 U.S.C. §11303 in certain railroad equipment, which railroad equipment constitutes "Collateral" as defined in §1(d) of the Security Agreement; and

WHEREAS, there are ninety-six (96) 70-ton Gondolas, bearing Identification Numbers as listed on Exhibit 1 attached hereto (the "Gondolas") constituting, in part, the Collateral as described in Schedule A of the Security Agreement and in Schedule 1 to the Supplement to Security Agreement which the Company desires to have released from the security interest of the Agent, and to have deleted from the list of Collateral on file with the Interstate Commerce Commission.

WHEREAS, the Company desires to dispose of the Gondolas and to make a cash payment to the Agent for application by the Agent toward payment of obligations of the Company secured pursuant to the Security Agreement, the Credit Agreement and the Supplement to Security Agreement.

NOW, THEREFORE, in consideration of the premises and the agreement of the Company to cause a cash payment to the Agent for disposition of the Gondolas, the parties agree as follows:

COPY

1. The Agent hereby releases its security interest under the Code and under 49 U.S.C. §11303 in and to the Gondolas having Identification Numbers as listed on Exhibit 1 attached hereto.

2. Except as provided hereinabove, the Credit Agreement, the Security Agreement and the Supplement to Security Agreement are, in all respects, ratified and confirmed and all the terms, conditions and provisions thereof shall be and will remain in full force and effect.

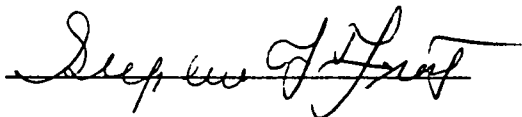
3. The Company desires to dispose of the Gondolas and to make a cash payment to the Agent of \$260,640.00, which amount represents the salvage value of the Gondolas. The Agent will apply such cash payment to the principal amount of the Credit Agreement, Security Agreement and the Supplement to Security Agreement in such order as the Agent in its sole discretion shall determine.

4. The Company will cause this Release of Collateral to be filed and recorded in the Office of the Interstate Commerce Commission pursuant to the provisions of 49 U.S.C. §11303, and will furnish to the Agent and the other Banks a certificate or other evidence satisfactory to the Banks of such filing and recording.

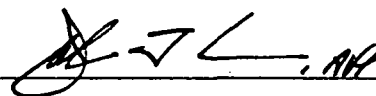
5. This Release of Collateral may be simultaneously executed in several counterparts, each of which shall be deemed to be an original, and all of which shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, the parties have caused this Release of Collateral to be signed as of the day and year first above written.

ATTEST:



THE FIRST NATIONAL BANK OF
BOSTON, as Agent

By 

ATTEST:


Assistant Secretary

THE PITTSBURGH AND LAKE ERIE
RAILROAD COMPANY

By 
Executive Vice President

COMMONWEALTH OF MASSACHUSETTS)
) SS:
COUNTY OF SUFFOLK)

On this 27th day of June, 1984,
before me personally appeared Jack J. Bradley,
to me personally known, who being by me duly sworn, says that he
is Assistant Vice President of The First National Bank of
Boston, that one of the seals affixed to the foregoing instrument
is the corporate seal of said corporation, that said instrument
was signed and sealed on behalf of said corporation by authority
of its Board of Directors, and he acknowledged that the execution
of the foregoing instrument was the free act and deed of said
corporation.

Stephen J. Lora
Notary Public

My Commission Expires: July 29, 1988

COMMONWEALTH OF PENNSYLVANIA)
) SS:
COUNTY OF ALLEGHENY)

On this 4th day of June, 1984,
before me personally appeared Gordon E. Neuenschwander, to me
personally known, who, being by me duly sworn, says that he is
the Executive Vice President of The Pittsburgh and Lake Erie
Railroad Company, that one of the seals affixed to the foregoing
instrument is the corporate seal of said corporation, that said
instrument was signed and sealed on behalf of said corporation
by authority of its Board of Directors, and he acknowledged that
the execution of the foregoing instrument was the free act and
deed of said corporation.

Donna L. Wosnner
Notary Public

My Commission Expires:

DONNA L. WOSNNER, NOTARY PUBLIC
PITTSBURGH, ALLEGHENY COUNTY
MY COMMISSION EXPIRES OCT. 26, 1987
Member, Pennsylvania Association of Notaries

EXHIBIT 1

14344	14503	14591	14737
14350	14508	14595	14738
14351	14512	14609	14751
14355	14516	14611	14752
14366	14522	14613	14757
14371	14523	14620	14759
14390	14525	14626	14761
14393	14526	14628	14774
14399	14529	14647	14775
14410	14530	14656	14791
14422	14540	14670	14804
14438	14543	14677	14812
14439	14551	14685	14818
14446	14553	14686	14819
14455	14555	14691	14820
14456	14556	14703	14822
14459	14558	14708	14823
14463	14561	14709	14839
14485	14566	14710	14842
14488	14570	14713	14846
14493	14573	14715	14851
14496	14583	14720	14855
14498	14585	14721	14859
14501	14587	14732	14879

Total Number of Units - 96